

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

| | |
|---------------------------------------|---------------------------|
| In re: |) Chapter 11 |
| |) |
| TOUCH AMERICA HOLDINGS, INC., |) Bk. No. 03-11915 (KJC) |
| et al., |) |
| Debtors. |) Jointly Administered |
| |) |
| ENTECH LLC, |) Adv. No. 04-52935 (KJC) |
| |) |
| Plaintiff, |) |
| |) |
| OFFICIAL COMMITTEE OF UNSECURED |) |
| CREDITORS, |) |
| |) |
| Plaintiff-Intervenor, |) |
| |) |
| v. |) C.A. 04-1336-SLR |
| |) |
| WESTMORELAND COAL COMPANY, |) |
| a Delaware Corporation, and |) |
| WESTMORELAND MINING LLC, |) |
| a Delaware Limited Liability Company, |) |
| |) |
| Defendants. |) |

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING
STIPULATION AND SETTLEMENT AGREEMENT BY AND
BETWEEN THE PLAN TRUST AND WESTMORELAND**

Brent C. Williams, plan trustee (the "Plan Trustee") for the liquidating trust (the "Plan Trust") established in the above-captioned cases pursuant to the confirmed Debtors' Amended Liquidating Chapter 11 Plan, filed the Motion for Entry of an Order Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") approving the Stipulation and Settlement Agreement By and Between Westmoreland and the Plan Trust [Docket No. 54] (the "Motion"). Pursuant to Bankruptcy Rule 2002(a)(3), objections to the Motion were to be filed on or before September 1, 2005 (the "Objection Deadline"). The Plan Trustee did not receive any objections on or before the Objection Deadline.

The order approving the Motion, attached hereto, was entered on August 23, 2005 [Docket No. 55]. The Plan Trustee has served a copy of the approval order on all parties who received the Motion.

Dated: Wilmington, Delaware
September 2, 2005

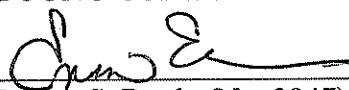
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Co-Counsel for the Plan Trustee

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| v. |) | C.A. 04-1336-SLR |
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| WESTMORELAND COAL COMPANY, |) | |
| a Delaware Corporation, and |) | |
| WESTMORELAND MINING LLC, |) | |
| a Delaware Limited Liability Company, |) | |
| |) | |
| Defendants. |) | |

**ORDER PURSUANT TO BANKRUPTCY RULE 9019 APPROVING STIPULATION
AND SETTLEMENT AGREEMENT BY AND BETWEEN THE PLAN TRUST
AND WESTMORELAND PURSUANT TO BANKRUPTCY RULE 9019**

Upon consideration of the motion (the "Motion")¹ of Brent C. Williams, plan trustee for the liquidating trust established pursuant to the confirmed Debtors' Amended Liquidating Chapter 11 Plan (the "Plan Trustee"), for entry of an order pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") approving the Stipulation and Settlement Agreement By and Between Westmoreland and the Plan Trust (the "Stipulation") attached as Exhibit A to the Motion; and it appearing that the Court has jurisdiction to consider the Motion; and the Court having determined that the relief requested in the Motion is in the best

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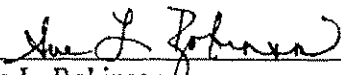
interests of the estates and creditors; and it appearing that due and adequate notice and disclosure of the Motion has been given; and after due deliberation and sufficient cause appearing therefor; it is

ORDERED that the Motion is granted; and it is further

ORDERED that the Stipulation is approved pursuant to Bankruptcy Rule 9019; and it is further

ORDERED that this Court shall retain jurisdiction over any and all matters arising from or related to the Stipulation and the implementation or interpretation of this Order.

Dated: Wilmington, Delaware
8/23, 2005


Sue L. Robinson
Chief United States District Judge

¹ Capitalized terms not defined herein shall have the meaning ascribed in the Motion.